

Thomas A. Smart
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Attorneys for Plaintiff JA Apparel Corp.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JA APPAREL CORP.,

Plaintiff,

v.

JOSEPH ABOUD, HOUNDSTOOTH CORP., and
HERRINGBONE CREATIVE SERVICES, INC.,

Defendants.

JOSEPH ABOUD, HOUNDSTOOTH CORP., and
HERRINGBONE CREATIVE SERVICES, INC.,

Counterclaim-Plaintiffs,

v.

JA APPAREL CORP. and MARTIN STAFF,

Counterclaim-Defendants.

Civil Action No. 07 CV 07787
(THK)

**DECLARATION OF THOMAS A. SMART IN SUPPORT OF PLAINTIFF
AND COUNTERCLAIM-DEFENDANTS' MOTION *IN LIMINE*
TO PRECLUDE THE ADMISSION OF PAROL EVIDENCE**

I, Thomas A. Smart, declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner at Kaye Scholer LLP, counsel for plaintiff and counterclaim-defendant JA Apparel Corporation and counterclaim-defendant Martin Staff. I submit this declaration and the exhibits attached hereto to authenticate the documents referred in plaintiff and counterclaim-defendants' Motion *in Limine* to Preclude the Admission of Parol Evidence.

2. Attached hereto as Exhibit A is a true and correct copy of Plaintiff's Trial Exhibit 1, the "Purchase and Sale Agreement," executed June 16, 2000.

3. Attached hereto as Exhibit B is a true and correct copy of Plaintiff's Trial Exhibit 2, the "Side Letter" or "Personal Services Agreement," executed June 16, 2000.

4. Attached hereto as Exhibit C are true and correct copies of excerpts from the transcript of the November 20, 2007 deposition of Joseph Abboud in this action.

5. Attached hereto as Exhibit D are true and correct copies of excerpts from the transcript of the deposition of the January 29, 2008 deposition of Theodore Dinsmoor in this action.

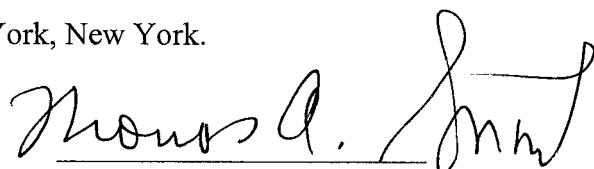
6. Attached hereto as Exhibit E is a true and correct copy of Defendants and Counterclaim-Plaintiffs' Trial Exhibit List in this action, submitted December 21, 2007.

7. Attached hereto as Exhibit F is a true and correct copy of Defendant and Counterclaim-Plaintiffs' Second Revised Trial Witness List in this action, submitted January 8, 2008.

8. Attached hereto as Exhibit G is a true and correct copy of Defendants and Counterclaim-Plaintiffs' Responses and Objections to Plaintiff and Counterclaim Defendant's First Set of Interrogatories in this action, submitted October 19, 2007.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 4th day of February, 2008 at New York, New York.



Thomas A. Smart